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BEFORE THE ARIZONA CORPORATION COMMISSIONCOMMISSIONERS

GARY PIERCE – Chairman
 BOB STUMP
 SANDRA D. KENNEDY
 PAUL NEWMAN
 BRENDA BURNS

201 OCT 31 A 9 41

ARIZONA CORPORATION COMMISSION
PUBLIC UTILITY HOLDING COMPANIES AND AFFILIATES INTEREST RULES

In the Matter of the Joint Application of)	
Global Tel*Link Corporation, Value-Added)	
Communications, Inc., DSI-ITI, LLC,)	DOCKET NUMBER
Public Communications Services, Inc., and)	T-02871A-11-0395
ASP GTEL Holdco LLC for a Limited Waiver of)	T-03798A-11-0395
the Public Utility Holding Companies and Affiliated)	T-20734A-11-0395
Interest Rules (A.A.C. R14-2-801 et seq.) or, in the)	T-03682A-11-0395
alternative, Approval of Transfer of Control of)	
Global Tel*Link Corporation, Value-Added)	(Expedited Approval Requested)
Communications, Inc., DSI-ITI, LLC,)	
and Public Communications Services, Inc., to)	
ASP GTEL Holdco LLC under A.A.C. R14-2-803,)	
And approval of all Financing Transactions)	
Associated with Transfer of Control .)	

**VERIFIED JOINT APPLICATION FOR LIMITED WAIVER
 OF THE PUBLIC UTILITY HOLDING COMPANIES AND
 AFFILIATES INTEREST RULES (A.A.C. R14-2-801 et. seq)
 AND APPROVAL TO ENCUMBER AND/OR MORTGAGE ASSETS**

Global Tel*Link Corporation (“GTL”), Value-Added Communications, Inc. (“VAC”),
 DSI-ITI, LLC (“DSI”), Public Communications Services, Inc. (“PCS”) and ASP GTEL Holdco,
 LLC (“ASP GTL”) (hereinafter collectively referred to as the “Applicants”), by their attorneys,
 hereby respectfully request a limited waiver of the Arizona Corporation Commission’s Public
 Utility Holding Companies and Affiliated Interest Rules, A.A.C. R14-2-801 to R14-2-806
 (“Affiliate Interest Rules”) in connection with the acquisition described herein (the “Proposed

Transaction”). In the alternative, the Applicants request approval under A.A.C. R14-2-803 for ASP GTL’s acquisition of GTL, VAC, DSI and PCS (collectively “Service Providers”) through the Proposed Transaction. This acquisition will occur through the transfer of stock at the holding company level and does not implicate any transfer of certification authority or assets from the certified utilities. In connection with the Proposed Transaction, Applicants also request permission under A.R.S. §40-285 to pledge, mortgage, lien and/or encumber the utility plant and assets of GTL, VAC, DSI, and PCS (the “Proposed Financing”).¹ Finally, to the extent necessary, Applicants also request approval under A.A.C. R14-2-804 for the Service Providers to provide guarantees for the Proposed Financing described below.

The Service Providers are currently authorized by the Arizona Corporation Commission (“Commission”) to provide managed telecommunication services to inmate populations through contracts with state and local governments. Collectively, the Service Providers hold 13 public contracts for payphone services primarily in correctional facilities. The Service Providers do not provide service in Arizona, except through these contracts. The Proposed Transaction involves the purchase of the stock of the parent company of the Service Providers and does not involve the assignment of the Service Providers’ telecommunications authorizations or their public contracts. The Proposed Transaction will be transparent to the customers of the Service Providers. Applicants are in the process of obtaining all required approvals for the Proposed Transaction and the Proposed Financing from both the Federal Communications Commission (“FCC”) and all applicable state regulatory authorities, including

¹ Applicants submit that A.R.S. §40-301 *et. seq.* does not apply to the Proposed Transaction because the Service Provider Applicants are not themselves issuing stock and, furthermore, are foreign public service corporations whose physical facilities are used in providing

the Commission. In support of this Petition, Applicants provide the following information:

I. THE PARTIES

A. Global Tel*Link Corporation

GTL is a privately-held Delaware corporation whose principal offices are located at 2609 Cameron Street, Mobile, Alabama 36607. GTL is a wholly-owned subsidiary of GTEL Holdings, Inc. GTL is engaged in the business of providing managed telecommunications services to inmates of state and county departments of corrections and in owning and operating prison payphones and public payphones. These services enable inmates to communicate with friends, family members, legal counsel and other approved parties outside the correctional facilities. GTL provides these services throughout most of the continental United States. GTL holds a certificate of convenience and necessity ("CC&N") to provide customer owned pay telephone service in Arizona. Decision No. 59429 (December 20, 1995). The Proposed Transaction will have no effect on GTL's current rates, terms, or conditions for its managed inmate services in the State of Arizona.

B. GTEL Holdings, Inc.

GTEL Holdings is a privately held Delaware corporation whose principal offices are located at 2609 Cameron Street, Mobile, Alabama 36607. GTEL Holdings is a holding company, whose only business activities are conducted through the Service Providers. GTEL Holdings is a wholly owned direct subsidiary of GTEL Acquisition Corp. Attachment D to this Application is a organizational chart that provides a picture of the GTEL holding companies and subsidiaries identified in the Application.

communications service in interstate commerce. A.R.S. §40-301(D).

C. GTEL Acquisition Corp.

GTEL Acquisition Corp. is a privately held Delaware corporation whose principal offices are located at 590 Madison Avenue, 41st Floor, New York, New York 10022. GTEL Acquisition Corp. is a holding company, whose only business activities are conducted through the Service Providers. GTEL Acquisition Corp. is wholly owned by GTEL Holding LLC, a privately held Delaware limited liability company whose principal offices are located at 590 Madison Avenue, 41st Floor, New York, New York 10022.

D. GTEL Holding LLC

GTEL Holding LLC is a privately held Delaware limited liability company whose principal offices are located at 590 Madison Avenue, 41st Floor, New York, New York 10022. GTEL Holding LLC is controlled by a board of managers including the CEO of GTL and other managers appointed by The Veritas Capital Fund III, L.P. and GS Direct, L.L.C. The Veritas Capital Fund III, L.P. is a private equity investment partnership managed by its sole general partner, Veritas Capital Partners III, L.L.C., a Delaware limited liability company. Veritas Capital Partners III, L.L.C. is controlled by its managing member, Robert B. McKeon, the managing member of Veritas Capital Fund Management, L.L.C. d/b/a Veritas Capital. Veritas Capital is a private equity investment firm headquartered in New York. Founded in 1992, Veritas Capital invests in a broad range of companies through buyouts, growth capital investments, and leveraged recapitalizations. The firm's primary objective is to partner with experienced management teams to develop leading companies in their respective markets. The Goldman Sachs Group, Inc. owns all of the equity interests in GS Direct, L.L.C., and GS Direct,

L.L.C.'s sole manager is Goldman, Sachs & Co. All of the limited partner equity interests in Goldman, Sachs & Co. are held directly or indirectly by The Goldman Sachs Group, Inc., and The Goldman, Sachs & Co. L.L.C. controls Goldman, Sachs & Co. as its sole general partner. All of the equity interests (voting and non-voting) in The Goldman, Sachs & Co. L.L.C. are held by The Goldman Sachs Group, Inc., which is a public company listed on the New York Stock Exchange. GS Direct, L.L.C. invests capital primarily alongside corporate and sponsor clients in situations in which access to its or its affiliates' capital, relationships or advisory services can enhance the value of the investment. The Goldman Sachs Group, Inc., a bank holding company, provides investment banking, securities, and investment management services primarily to corporations, financial institutions, governments, and high-net-worth individuals worldwide.

E. Value-Added Communications, Inc.

Value-Added is a privately-held Delaware corporation whose principal offices are located at 3801 E. Plano Parkway, Suite 100, Plano, Texas 75074. Value-Added is a wholly-owned subsidiary of VAC Holding, Inc., a Texas corporation, which is in turn a direct subsidiary of GTL, which is the sole managing member of Value-Added. Value-Added is engaged in the business of providing managed telecommunications services to inmates of state and county departments of corrections and in owning and operating prison payphones and public payphones. These services enable inmates to communicate with friends, family members, legal counsel, and other approved parties outside the correctional facilities. Value-Added provides these services throughout most of the continental United States. Value-Added holds a Certificate of Convenience and Necessity ("CC&N") to provide alternate operator services in Arizona. Decision No. 66456 (October 24, 2003). Value-Added is a Class A public utility based on annual operating revenues and is therefore subject to the Affiliate Interest Rules. Value-Added

currently provides managed inmate services in the State of Arizona. The Proposed Transaction will have no effect on Value Added's current rates, terms, or conditions for its managed inmate services in the State of Arizona.

F. Public Communications Services, Inc.

PCS is a privately-held California corporation whose principal offices are located at 107 St. Francis Street, 33rd Floor, Mobile, Alabama 36602. PCS is a wholly-owned direct subsidiary of GTL, which is the sole managing member of PCS. PCS is engaged in the business of providing managed telecommunications services to inmates of state and county departments of corrections and in owning and operating prison payphones and public payphones. These services enable inmates to communicate with friends, family members, legal counsel, and other approved parties outside the correctional facilities. PCS provides these services throughout most of the continental United States. PCS holds a Certificate of Convenience and Necessity to provide customer-owned pay telephone service in the State of Arizona. Decision No. 61576 (March 15, 1999). PCS currently provides managed inmate services in the State of Arizona. The Proposed Transaction will have no effect on PCS's current rates, terms, or conditions for its managed inmate services in the State of Arizona.

G. DSI-ITI, LLC

DSI is a privately-held Delaware limited liability company whose principal offices are located at 107 St. Francis Street, 33rd Floor, Mobile, Alabama 36602. DSI is a wholly-owned direct subsidiary of GTL, which is the sole managing member of DSI. DSI is engaged in the business of providing managed telecommunications services to inmates of state and county departments of corrections and in owning and operating prison payphones and public payphones.

These services enable inmates to communicate with friends, family members, legal counsel, and other approved parties outside the correctional facilities. DSI holds a Certificate of Convenience and Necessity to provide customer-owned pay telephone service in the State of Arizona.

Decision 72017 (December 10, 2010). DSI currently provides managed inmate services in the State of Arizona. The Proposed Transaction will have no effect on DSI's current rates, terms, or conditions for its managed inmate services in the State of Arizona.

H. ASP GTEL Holdco, LLC

ASP GTEL Holdco, LLC ("ASP GTL") is a privately held Delaware limited liability company whose principal offices are located at 299 Park Avenue, 34th Floor, New York, New York 10171. ASP GTL is not currently providing telecommunications in any state. ASP GTEL Investco, LLC ("GTEL Investco"), a Delaware limited liability company, will own more than 90% of ASP GTL, with the remainder, in an exact amount yet to be determined, to be owned by current management of GTL. GTEL Investco in turn is controlled by American Securities Partners VI, LP ("ASP VI"), a Delaware limited partnership. The general partner of ASP VI is American Securities Associates VI, LLC ("ASA VI"), a Delaware limited liability company. The Managing Members of ASA VI are Michael G. Fisch and David Horing. After the Proposed Transaction is complete, ASP GTL will replace GTL Holding, LLC, however the management and technical teams in charge of operations for each of the subsidiary Service Providers will not change as a result of the Proposed Transaction.

II. DESIGNATED CONTACTS

The designated contacts for questions concerning this Petition are:

Joan S. Burke
Law Office of Joan S. Burke
1650 N. First Avenue
Phoenix, AZ 85003
(602) 535-0396

Attorney for Global Tel*Link Corporation, Value-Added Communications, Inc., DSI-ITI, LLC,
Public Communications Services, Inc. and & GTEL Holdings, Inc.

Michael H. Pryor
DowLohnes PLLC
1200 New Hampshire Avenue, Suite 800
Washington, DC 20036
202-776-2339 (telephone)
202-776-4339 (facsimile)

Attorney for ASP GTEL Holdco, LLC

III. DESCRIPTION OF TRANSFER OF CONTROL

On October 28, 2011, ASP GTL, GTEL Holding, LLC and GTEL Acquisition Corp. entered into a Stock Purchase Agreement (the "Agreement"). GTEL Holding, LLC is the ultimate parent company of the Service Providers, and holds the Service Providers through GTEL Holdings, Inc. (direct parent of GTL) and GTEL Acquisition Corp. (direct parent of GTEL Holdings, Inc.), neither of which provide any telecommunications services or hold any telecommunications authorizations. Pursuant to the Agreement, ASP GTL will purchase all of the stock of GTEL Acquisition Corp. As a result, GTEL Holding, LLC will transfer control of

GTEL Acquisition Corp., GTEL Holdings, Inc. GTL, DSI-ITI, PCS, and VAC to ASP GTL. GTEL Acquisition Corp. will become a wholly owned subsidiary of ASP GTL, which will own 100% of the stock of GTL Acquisition Corp. and which will result in ASP GTL acquiring ultimate control of GTL and its wholly owned subsidiaries DSI-ITI, PCS, and VAC. For the Commission's convenience, pre- and post-Transaction corporate organizational structure charts depicting the transfer of control are provided as Exhibit A.

The proposed Transaction does not involve the assignment of the Service Providers' telecommunications authorizations or their customers. Following consummation of the transaction, the Service Providers will continue to operate pursuant to the public contracts currently in place and will provide services at the same or similar rates, terms and conditions without any immediate changes. The proposed Transaction will be transparent to the end-user customers receiving service through the Service Provider contracts.

The Proposed Transaction will provide the Service Providers with greater operating flexibility to pursue operating purposes, including, without limitation, (a) expansion of their Arizona operations; (b) improvement of customer service, billing, financial reporting and other management information systems; and (c) possible acquisitions, future investments or strategic alliances. The Service Providers will continue to provide services pursuant to the terms and conditions set forth in their respective tariffs, which are on file with the Commission. The Proposed Transaction will not result in a change in carrier for any customer, nor will it result in the discontinuance, reduction, loss or impairment of service to any customer.

The Applicants request expedited consideration and approval of the Proposed Transaction. The Agreement anticipates that closing will occur as soon as regulatory approvals

are obtained. Applicants anticipate that the federal application will be accepted for streamline processing by the FCC and approval will be granted quickly. Regulatory approvals are required in only eleven other states and those approvals are expected within 30-45 days. Applicants ask that the Commission approve, or issue a waiver for, the Proposed Transaction no later than December 1, 2011.

IV. DESCRIPTION OF ISSUANCE OF DEBT AND RELATED FINANCING TRANSACTIONS

Applicants request a limited waiver of Rule 803 and, if necessary A.R.S. §40-285, to enter into certain financing arrangements entered into in conjunction with the Proposed Transaction. To finance the stock purchase, GTL will enter into a term credit facility of up to \$605 million (6-year maturity from the Closing Date) and a revolving credit facility of \$50 million (5-year maturity from the Closing Date). GTL will retire approximately \$558 million of debt (secured by substantially all of the assets and property of GTEL Holdings, Inc., and its subsidiaries, including the Service Providers) at the time of closing. Additional credit, not to exceed \$145 million, may be obtained post-closing by GTL. Applicants therefore request authorization to incur aggregate debt of up to \$800 million, which will be secured by substantially all of the assets and property of GTEL Holdings, Inc., and its subsidiaries, including the Service Providers, including but not limited to a perfected first-priority pledge of all the equity interests of such subsidiaries, including the Service Providers, and guaranteed by GTEL Holdings, Inc. and its subsidiaries, including Service Providers.

V. A.A.C. R14-2-803 INFORMATION

Should the Commission deny the request for a limited waiver under A.A.C. R14-2-806(B), Applicants request approval of the Proposed Transaction and the Proposed Financing under A.A.C. R14-2-803(B) and A.A.C. R14-2-804(B)(1), respectively. As explained below, the Proposed Transaction and the Proposed Financing meet the Rule 803 and Rule 804 requirements.

A. Names and Business Address of the Proposed Officers and Directors of the Holding Company

Attached as Exhibit B is a list of the ASP GTL officers and directors. The ASP GTL business address is 107 St. Francis Street, Suite 3300, Mobile AL 36602.

B. The Business Purposes for Establishing or Reorganizing the Holding Company

See "Description of Transaction" at Section III above.

C. The Proposed Method of Financing the Holding Company and the Resultant Capital Structure

See "Description of Issuance of Debt and Related Financing Transactions" at Section IV above.

D. The Resultant Effect on the Capital Structure of the Public Utility

As a result of the Proposed Transaction, the Service Providers will have a new ultimate owner, ASP GTL. However, the Applicants do not expect the change of control to result in any change in the capital structure of the Arizona Service Providers.

E. An Organization Chart of the Holding Company that Identifies all Affiliates and their Relationships within the Holding Company's Subsidiaries

Please see pre-transaction and post-transaction charts attached as Exhibit A.

F. The Proposed Method for Allocating Federal and State Income Taxes to the Holding Company's Subsidiaries

Federal and State income tax allocations between the Service Provider subsidiaries and its holding companies (new and pre-existing) will not change materially as a result of the Proposed Transaction.

G. The Anticipated Changes in the Utility's Cost of Service and the Cost of Capital Attributable to the Reorganization

The Applicants do not anticipate any change in the cost of service or the cost of capital as a result of the Proposed Transaction. ASP GTL is private limited liability company established to facilitate investment. ASP GTL and its investors will make available to the Service Providers capital necessary for prudent growth and operations. Because the Service Providers operate in a competitive industry, they are not regulated on a cost-of-service basis, nor are they guaranteed a rate-of-return based on a specific cost of capital. Consequently, any anticipated changes in cost of service or cost of capital would not be relevant to the Commission's analysis.

H. A Description of Diversification Plans of Affiliates of the Holding Company

There are no current plans for diversification or business activities unrelated to the current operations of the Service Providers.

I. Copies of all Relevant Documents and Filings with the United States Securities and Exchange Commission and other Federal and State Agencies

The Applicants are private companies and have no relevant SEC filings.

The Applicants will be filing with the FCC today, October 31, 2011, and an as-filed copy will be provided to ACC Staff as soon as possible after the filing is complete.

J. Contemplated Annual and Cumulative Investment in the Affiliate for the Next Five Years in Dollars and as a Percentage of Projected Net Utility Plant

The Proposed Transaction will not adversely affect investment in the Service Provider subsidiaries. The Proposed Transaction will create a company that will be better positioned to invest and support its operating subsidiaries. The new ownership will be better able to raise capital, make capital investments, and create and implement long-term success strategies. Because the Service Provider subsidiaries are not regulated on a cost of capital basis, the Applicants future investment, as a percentage of Net Utility Plant, is not relevant.

K. An Explanation of the Manner in Which the Utility Can Assure That Adequate Capital Will Be Available for the Construction of Necessary New Utility Plant and for Improvements in Existing Utility Plant

The Arizona Service Providers will be able to attract capital on terms no less favorable than prior to the transfer of control. Adequate capital will continue to be available for growth and development in Arizona. The new owner of the Service Providers, American Securities LLC, has a long track record of adding value to its investments by improving operations and supplying expert management and financial support.

VI. PUBLIC INTEREST ANALYSIS

Approval of this Application is in the public interest because it will put in place long-term ownership that better equips the Service Providers to focus new products and services to meet the evolving communications needs of correctional facilities in Arizona. As result of the Proposed Transaction, the Service Providers will have access to the resources of America Securities LLC, a leading middle-market private equity firm with a consistent track record of building and

sustaining enduring businesses. American Securities undertakes long term, up to 25 years, investments in stable demand industries. It seeks companies with proven management who become its business partners. American Securities makes available to management a resources group of functional experts, all of whom are employed by American Securities. This group is available at management's request to provide expert advice and guidance to help improve operations and to make sound strategic, technological and financial decisions.

The Proposed Transaction will have no adverse effect upon customers. The Proposed Transaction will not result in any changes to the Service Providers' provision of service to their respective current customers. The Service Providers' corporate officers and the management team responsible for day-to-day operations are expected to remain essentially the same immediately following the Proposed Transaction. The Proposed Transaction will not have an adverse effect on non-management employees of the Service Providers, and no staff reductions are presently contemplated. In addition, the contact points for customers and Commission inquiries will remain the same after the Proposed Transaction.

Nor does the Proposed Transaction raise any competitive concerns. ASP GTL holds no investments in the type of telecommunications authorizations held by or services offered by the Service Providers, and thus the Proposed Transaction will not result in any consolidation in the market for telecommunications services to the corrections industry in Arizona. The only impact of the Proposed Transaction is financial in that the Service Providers will obtain access to increased resources necessary to become even more effective competitors.

Applicants submit that the Proposed Financing is also in the public interest. The Proposed Transaction, coupled with the Proposed Financing, will give the Service Providers

greater access to capital and expertise for network improvement and growth. A.A.C. R14-2-804 requires the Commission to assess whether a guaranty will “impair the financial status of the public utility, otherwise prevent it from attracting capital at fair and reasonable terms, or impair the ability of the public utility to provide safe, reasonable and adequate service.” The Proposed transaction will not impair the ability of Service Providers to provide safe, reasonable and adequate service. To the contrary, transfer of control to ASP GTL is expected to have a positive effect on each Service Providers’ financial status, general management support and long-term stability. As discussed above in Section IV, the Proposed Financing and Transaction is expected to improve the Service Providers access to capital. Applicant’s request that approval under A.R.S. §40-285 be granted for any encumbrance associated with the Proposed Financing is also in the public interest. The Proposed Financing will require the Service Providers to encumber Arizona assets in connection with the new financing described in Section IV above. The Proposed Transaction cannot be completed without the Proposed Financing and thus the Proposed Financing is in the public interest because it will allow the Applicants to complete the Proposed Transaction and realize the benefits described in the first half of this Section.

VII. CONCLUSION

Applicants request expedited approval of this transaction, or an expedited waiver of the Affiliated Interest Rules approval requirements. The Service Providers in this case are uniquely situated. The Service Providers collectively hold only thirteen contracts in the state, all with public entities, and provide no service to customers outside those contracts. In other words, the traditional watch-dog role of the Commission – to protect end-user customers – is more

limited here. The Service Provider's customers are counties and cities that negotiate the terms and conditions of service provided in public facilities. If there is a problem, the public entity (typically an Arizona county) may take action pursuant to the contract. The Proposed Transaction described in this Application is scheduled to happen very quickly. This is a difficult market for financing transactions and timing is critical to the success of the Proposed Transaction. The Applicants plan to close this transaction during the 2011 calendar year and request the Commission's approval (or wavier) on or before the Commission's December 13-14 Open Meeting.

WHEREFORE, Applicants respectfully request that the Commission:

1. Issue a limited waiver as permitted by A.A.C. R14-2-806 permitting the Proposed Transaction to close without formal approval or, alternatively, approve the Proposed Transaction, pursuant to A.A.C. R14-2-803.
2. Issue a limited waiver under A.A.C. R14-2-806 of the requirement that the Applicants obtain approval for a guaranty under A.A.C. R14-2-804(B), or alternatively authorize the Service Providers to provide guarantees in support of such financing application.
3. Authorize Applicants, under A.R.S. §40-285, to pledge, mortgage, lien and/or encumber utility plant and assets of the Service Providers in connection with the Proposed Financing.

Respectfully Submitted,

Global Tel*Link Corporation
Value-Added Communications, Inc.
DSI-ITI, LLC
Public Communications Services, Inc.

By: _____

Joan S. Burke
Law Office of Joan S. Burke
1650 N. First Avenue
Phoenix, AZ 85003
(602) 535-0396

and

ASP GTEL Holdco, LLC

By: _____

Michael H. Pryor, Esq.
DowLohnes PLLC
1200 New Hampshire Avenue, Suite 800
Washington, DC 20036
(202) 776-2339
(202) 776-4339 (Facsimile)

ORIGINAL and thirteen(13) copies
of the foregoing filed
this 31st day of October 2011, with:

The Arizona Corporation Commission
Docket Control
1200 W. Washington Street
Phoenix, AZ 85007

Copy of the foregoing hand-delivered
this 31st day of October, 2011, to:

Janice Alward, Esq., Chief Counsel
Legal Division
Arizona Corporation Commission
1200 W. Washington Street
Phoenix, AZ 85007

Steve Olea, Director
Utilities Division
Arizona Corporation Commission
1200 W. Washington Street
Phoenix, AZ 85007

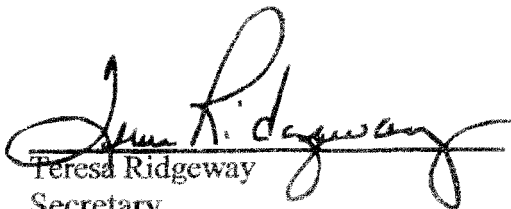
By _____

4838-9666-2029, v. 1

VERIFICATION

I, Teresa Ridgeway, am Secretary for Global Tel*Link Corporation and am authorized to represent it and its subsidiaries and affiliates, and to make this verification on their behalf. The foregoing *Joint Application of Global Tel*Link Corporation and ASP GTEL Holdco LLC* was prepared at my direction and under my supervision. The statements relating to Global Tel Link and its subsidiaries and affiliates, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.


Date: October 31, 2011


Teresa Ridgeway
Secretary
Global Tel*Link Corporation

STATE OF ALABAMA)
) ss.
County of Mobile)

On this, the 31st day of October 2011, before me, a Notary Public of said State, duly commissioned and sworn, personally appeared Teresa Ridgeway, known to me (or satisfactorily proven) to be the person whose name is subscribed to the foregoing instrument, and who acknowledged that being informed of the contents of the instrument it was executed freely and voluntarily for the purposes and consideration therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

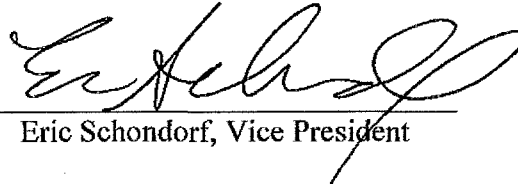

Notary Public

VERIFICATION

I, Eric Schondorf, am the Vice President of ASP GTEL Holdco, LLC and am authorized to represent it and its subsidiaries and affiliates, and to make this verification on their behalf. The foregoing *Joint Application of Global Tel*Link Corporation and ASP GTEL Holdco, LLC* was prepared at my direction and under my supervision. The statements relating to ASP GTEL Holdco, LLC and its subsidiaries and affiliates, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

Date: 10-28-11

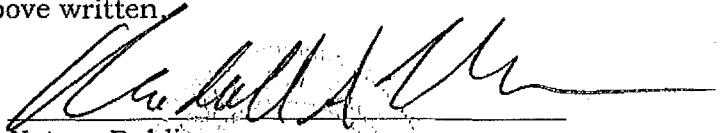
ASP GTEL Holdco, LLC

By: 
Eric Schondorf, Vice President

STATE OF NEW YORK)
) ss.
County of New York)

On this, the 28th day of October, 2011, before me, a Notary Public of said State, duly commissioned and sworn, personally appeared Eric Schondorf, known to me (or satisfactorily proven) to be the person whose name is subscribed to the foregoing instrument, and who acknowledged that being informed of the contents of the instrument it was executed freely and voluntarily for the purposes and consideration therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

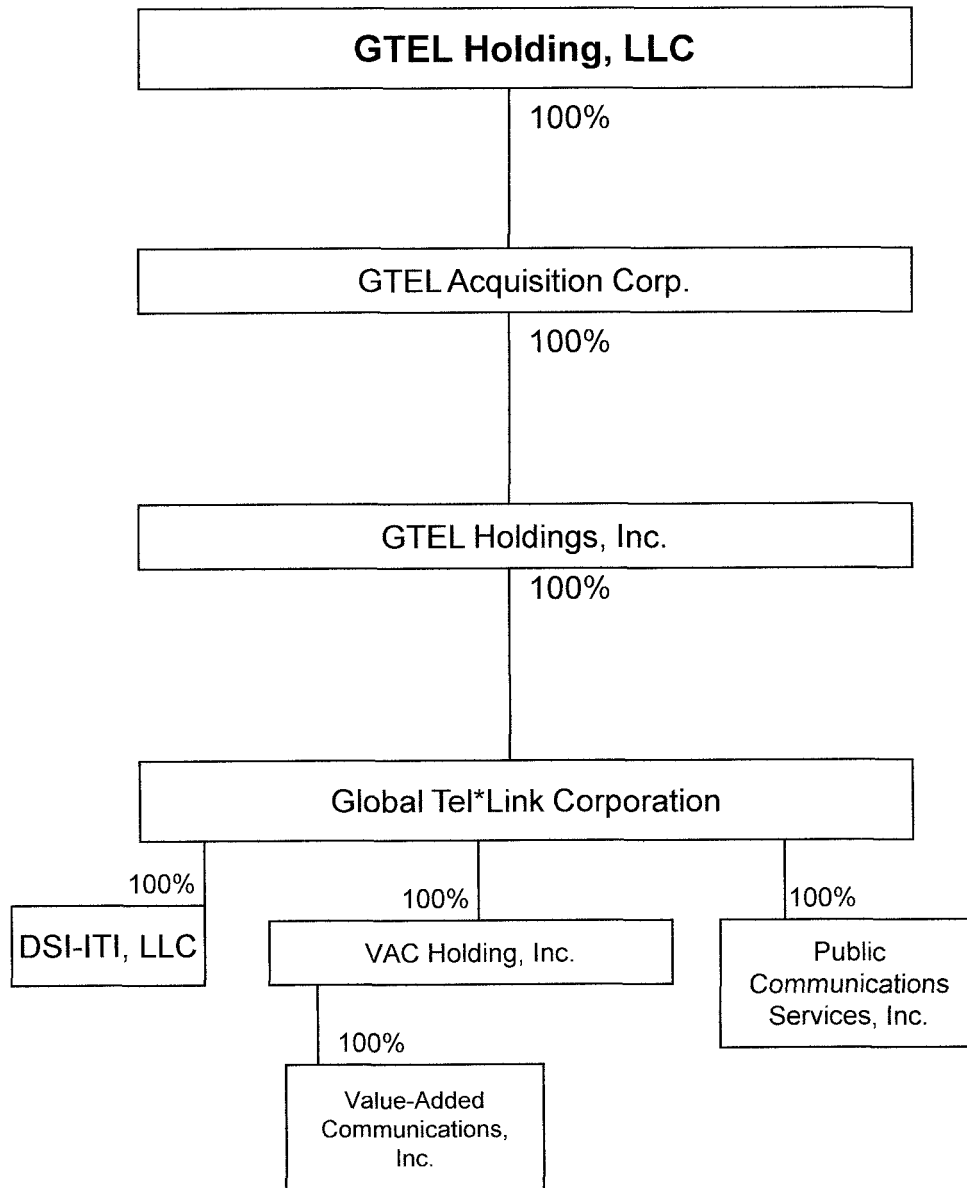

Notary Public

RANDALL A. MERKELSON
Notary Public, State of New York
No. 02ME6209786
Qualified in New York County
Commission Expires August 3, 2013

Exhibit A

Organizational Charts

Pre-Transaction Organizational Chart



Post-Transaction Organizational Chart

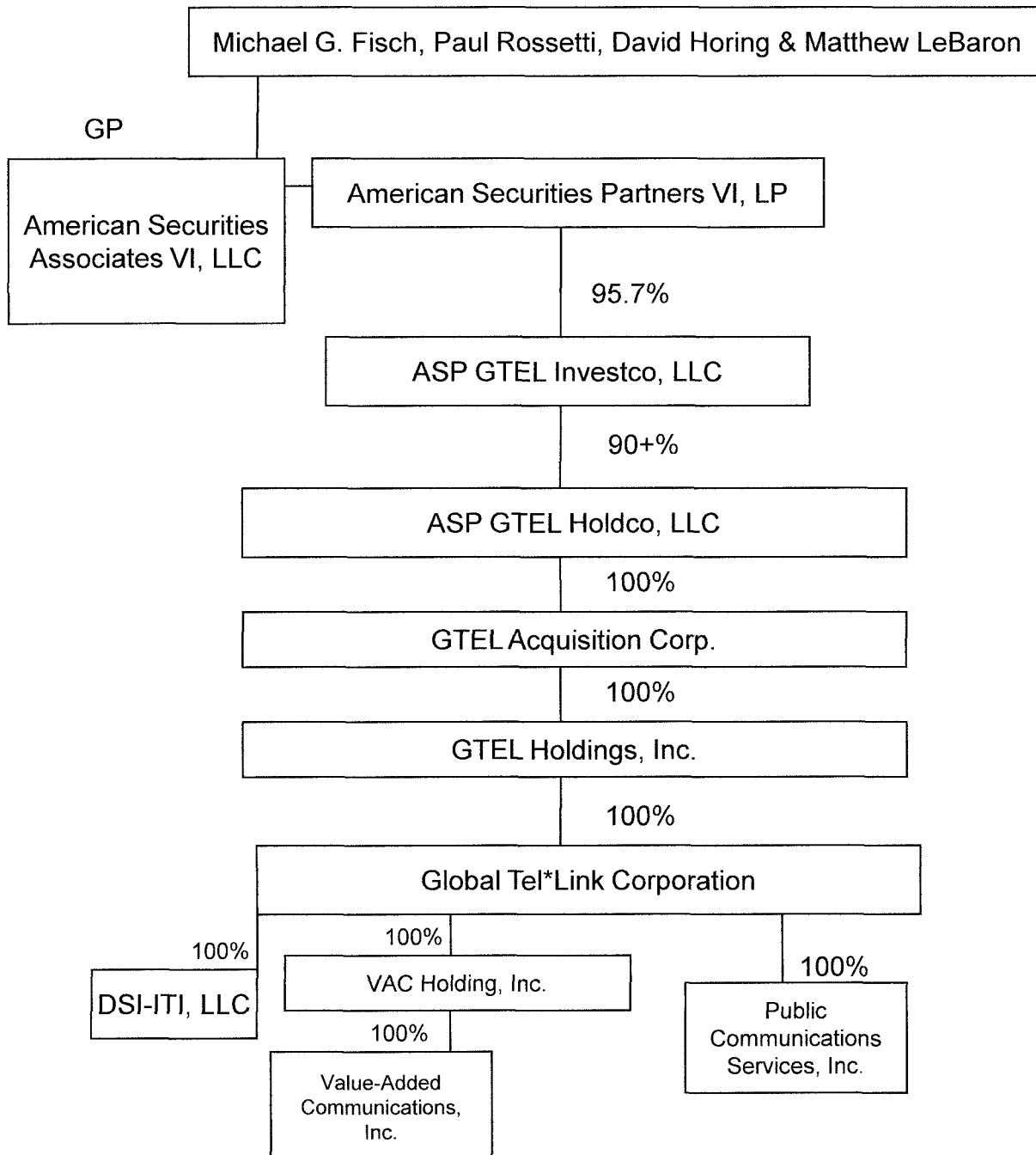


EXHIBIT B

The names and business addresses of the proposed officers and directors of ASP GTL:

Officers:

Paul Rossetti, President

Matthew Levine, VP/Treasurer

Eric Schondorf, VP/Secretary

Directors:

Paul Rossetti

Matthew Levine

Kevin Penn

The officers and directors may be reached through the ASP GTL business address:

ASP GTEL Holdco, LLC
107 St. Francis Street
Suite 3300
Mobile AL 36602.